



**AMERICAN
STOCK EXCHANGE®**
Equities Options ETFs



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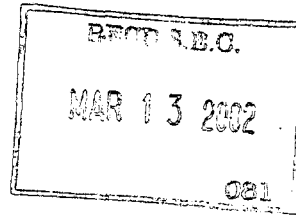
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American Stock Exchange
86 Trinity Place
New York, NY 10006-1872
T 212 306 1000

Cert Amx

March 13, 2002

Ms. Krista M. Hughes
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549



PROCESSED
MAR 18 2002
THOMSON
FINANCIAL

Dear Ms. Hughes:

This is to certify that on March 13, 2002, The American Stock Exchange, Inc. (the "Exchange") received from Cap Rock Energy Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, par value \$.01 per share

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer
Director
Listing Qualifications Department

cc: Herbert Scholl